



Date: 05/09/ 2023

**To,
BSE LTD
P J Towers,
Dalal Street,
Mumbai-400 001**

Sub: Annual Report of the Company for the FY 2022-23

Ref: Scrip Code: 526905

Dear Sir/Madam,

As per the Captioned Subject, We hereby submitting the Annual Report of the Company for the FY 2022-23 under the Regulation 34 of SEBI (LODR) Regulation, 2015.

You are requested to take the same on your record.

Thanking you

For, Padmanabh Industries Limited

.....
Chiragkumar Parmar
Managing Director
DIN : 09432185

=====
CIN: L17110GJ1994PLC023396

Registered Office: 203 Abhishek Complex, Mamta Park Society B/h, Nav Gujarat
College, Ashram Road, Ahmadabad City, Gujarat-380014, India
Phone: +91 79 26400200 Email ID: padmanabhindustries@gmail.com

29th
Annual Report
2022-23

PADMANABH INDUSTRIES LIMITED

PADMANABH INDUSTRIES LIMITED

CIN: L17110GJ1994PLC023396

BOARD OF DIRECTORS:

Mr. Chiragkumar R. Parmar
Mr. Pranav Manoj Vajani
Ms. Shvetalben S. Dataniya

Mr. Viren Makwana

Managing Director & CFO
Independent Director
Non-Executive Director Non
Independent director & Chairman
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Chiragkumar R. Parmar

29TH ANNUAL GENERAL MEETING

Date:
Wednesday, 27th September, 2023

Time:
02:00 P.M.

STATUTORY AUDITORS:

M/s V S S B & Associates.
Chartered Accountants
Ahmedabad

BANKER

HDFC Bank

REGISTERED OFFICE

203 ABHISHEK COMPLEX, MAMTA PARK
SOCIETYB/H, NAV GUJARAT COLLEGE,
ASHRAM ROAD AHMADABAD GUJARAT
380014

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited
A-802 Samudra Complex,
Near Klassic Gold Hotel
Off C G Road Navrangpura,
Ahmedabad- 380 009
E-Mail: bssahd@bigshareonline.com

PADMANABH INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the Twenty-Nine (29th) Annual General Meeting of the Company will be held on Wednesday, 27th September, 2023, at 02.00 p.m. at the Registered office of the Company situated at 203 Abhishek Complex, Mamta Park Society B/H, Nav Gujarat College, Ashram Road Ahmadabad City Gujarat 380014 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shvetalben Sagarbhai Dataniya (DIN: 09629900) who retires by rotation and being eligible, offers himself for re-appointment.
3. **To Retify the Appointment of M/s V S S B & Associates as a Statutory Auditor of the Company**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

To Ratify of M/s. V S S B & Associates (Formerly known as Vishves A Shah & Co.), Chartered Accountants, Ahmedabad, (FRN: 121356W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting to be held in 2024, and to fix their remuneration for the financial year ending 31st March, 2024.

SPECIAL BUSINESS:

4. **Regularisation of the appointment Mr. Viren Rajeshkumar Makwana (DIN: 09007676) as a Non-Executive Independent Directors of the company:**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of section 149, 152 and read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any, and read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Viren Rajeshkumar Makwana (DIN: 09007676) who was appointed as Additional Independent Directors by the Board of Directors at their meeting with effect from 25th January, 2023 pursuant to provision of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted declaration that she meet the criteria for independence as provided in section 149(6) of the Act and being eligible for appointment, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 by Mr. Viren Rajeshkumar Makwana (DIN: 09007676) proposing their candidature for the office of Directors, be and are hereby appointed as Independent Directors of the Company to hold office for term of 5 consecutive years and she will not be liable to retire by rotation.”

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Reduction of Share Capital of the Company:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT in pursuant to Section 66, Section 52 and other applicable provisions of the Companies Act, 2013, (the “Act”) including any statutory modification(s) or re-enactment thereof for the time being in force, and the rules made thereunder, read with the Articles of Association of the Company, and subject to the approval of members of the Company, Stock Exchanges, Securities Exchange Board of India (“SEBI”), Creditors and confirmation by the Hon’ble National Company Law Tribunal, Ahmedabad (“NCLT”), and such other approvals as may be required and subject to the terms and conditions and modifications, if any as may be prescribed by the appropriate authorities while granting approval or confirmation, the consent of the Board be and is hereby accorded, to reduce the issued, subscribed and paid-up equity share capital of the Company from Rs. 6,07,75,000 (Rupees Six Crore Seven lakhs Seventy Five Thousand only) consisting of 60,77,500 (Sixty Lakhs Seventy Seven Thousand Five Hundred) Equity shares of Rs. 10 (Rupees Ten) each to Rs. 12,15,500 (Rupees Twelve Lakhs Fifteen Thousand Five Hundred only) divided into 1,21,550 (One Lakh Twenty One Thousand Five Hundred Fifty) Equity Shares of Rs. 10 (Rupees Ten) each by cancelling and extinguishing, in aggregate, 98% of the total issued, subscribed and paid-up equity share capital of the Company, comprising 59,55,950 (Fifty Nine Lakhs Fifty Five Thousand Nine Hundred Fifty) Equity Shares of Rs. 10/- (Rupees Ten) each held by the members of the Company. From Rs. 6,08,26,584 /- total debit balance of the Profit & Loss Account of the Company Rs. 5,95,59,500/- will be written off to the extent of the amount of the aforesaid reduction of paid-up share capital. Remaining Debit balance of Rs. 12,67,084/- left after writing off the debit balance of the Profit & Loss Account will be remains to the Profit and Loss Account in the books of the Company on the Effective Date.”

“RESOLVED FURTHER THAT upon confirmation of Reduction of Capital by NCLT and the approval of the aforesaid authorities becoming effective and operative, without any further act or deed by the equity shareholders, 59,55,950 (Fifty-nine Lakhs Fifty Five Thousand Nine Hundred Fifty) Equity Shares of Rs. 10/- (Rupees Ten) each of the Company held by all its members shall stand cancelled, extinguished and rendered invalid.”

“RESOLVED FURTHER THAT, Any Director of the Company be and is hereby authorised to take all necessary steps and do all such acts, deeds, matters and things, as he may in his absolute discretion deem necessary, expedient, usual or proper in the best interest of the Company and its Members in connection with and relating to the Reduction of Capital, including issuing any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the Reduction of Capital, or to any modification thereof including but not limited to the following:

- i. To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all type of documents, petitions, affidavits and applications in relation to the matters aforesaid;
- ii. To accept services of notices or other processes which may from time to time be issued in connection with the matters aforesaid;

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- iii. To produce all documents or other evidences in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
- iv. To make, prepare and submit any applications, petitions, appeals and judges summons before the NCLT, and/or any court, tribunal, or all relevant authorities and respond to the appropriate authorities;
- v. To file applications /petitions, and affidavits and/or other legal documents with the NCLT, as may be required for confirmation of the Reduction of Capital by the NCLT upon the Reduction of Capital becoming effective and operative, and/or any other regulatory authorities for obtaining its approval;
- vi. To engage advocates, counsels and any other consultants, advisors, declare and file all pleadings, reports, and sign and issue public advertisements and notices in connection with the matters aforesaid;
- vii. To make any alterations /changes, modification or amendments in the Scheme/application/petition as may be expedient or necessary, including any alteration, modification or amendment required to be made for complying with the requirements or conditions imposed by the NCLT and/or any other appropriate authorities, if any;
- viii. To prepare or get the interim financial statements prepared, if required, along with relevant annexures, schedules and other necessary supporting and to pass such accounting entries and/or making such other adjustments in the books of accounts, as are considered necessary to give effect to the above resolution;
- ix. To provide necessary declarations /certificates in relation to the Reduction of Capital capturing the true and factual aspects of the Company;
- x. To comply with all the necessary formalities, compliances and disclosures in this regard and to sign and file the necessary forms or documents with the relevant authorities, including the Registrar of Companies;
- xi. To authenticate all the necessary documents as “certified copies” or in any other manner as may be required;
- xii. To do all such acts, deeds, matters and things as may be deemed necessary, expedient, usual or proper and to settle any question or difficulty that may arise; and
- xiii. To delegate any or all of the powers conferred upon it by this resolution to any committee of the Board, any other director(s), and/or officer(s) of the Company.

“RESOLVED FURTHER THAT subject to confirmation of the Scheme to be obtained from NCLT, Ahmedabad Bench, and all other approvals from any other appropriate authorities, the Company be and is hereby not required to add the words “And Reduced” to its name subsequent to such reduction of Capital of the Company.”

“RESOLVED FURTHER THAT Any Director of the Company, be and is hereby authorised to sign any copy of this resolution as a certified true copy thereof and issue the same to whomsoever concerned and wherever necessary.”

Date: 31.08.2023
Place: Ahmedabad

By the order of the Board
PADMANABH INDUSTRIES LIMITED

Sd/-

Chiragkumar R. Parmar
Managing Director
(DIN: 09432185)

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NOTES:

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item No. 4 is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxy holders are requested to bring their copy of Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday 21st September, 2023 to Wednesday 27th September, 2023 (both days inclusive).
6. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent **M/s. big share Services Private Limited**. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
8. Members intending to seek explanation /clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail.

10. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- i. In compliance with the provisions of Section 108 of the companies Act, 2013 read with

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Rule 20 of the Companies (Management and Administration) Amendments Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut -off date i.e. 20th September, 2023 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. The remote e-voting will commence on Sunday 24th September, 2023 at 09.00 am and will ends on Tuesday, 26th September, 2023 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday 20th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- v. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the company as on the Cut-off date i.e. 20th September, 2023.
- vii. The Company has appointed **Mr. Ajit M. Santoki**, Partner of M/s. Shah & Santoki Associates, Practicing Company Secretary (COP No. 2539), Ahmedabad to act as the Scrutinizer for conducting the remote e- voting and voting at poll process in a fair and transparent manner.
- viii. The Procedure and instructions for remote e-voting are as follows:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method

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<p>Individual Shareholders Holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period; Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders Holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

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	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- ix. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant **Padmanabh Industries Limited** on which you choose to vote.
- xiv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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- xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xix. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; padmanabhindustries@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Contact Details:

Company

Registered Office

Padmanabh Industries Limited

203 Abhishek Complex, Mamta Park Society
B/H, Nav Gujarat College, Ashram Road
Ahmadabad Gujarat 380014

Registrar & Share Transfer Agent

Bigshare Services Private Limited
A-802 Samudra Complex, Near Klassic Gold Hotel, Off C
G Road Navrangpura, Ahmedabad- 380 009
E-Mail: bssahd@bigshareonline.com

E-voting Agency

Central Depository Services (India) Limited E-mail
ID: helpdesk.evoting@cdslindia.com
Phone: 022- 22723333 / 8588

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 4.

Regularisation of the appointment Mr. Viren Rajeshkumar Makwana (DIN: 09007676) as a Non-Executive Independent Directors of the company:

Mr. Viren Rajeshkumar Makwana (DIN: 09007676), is a qualified Company Secretary (Associate Member) from the Institute of Company Secretaries of India. He has also completed Master of Law (LLM) degree from Gujarat University. He has an experience of more than 6 years in the field of Corporate Law, Companies Act and Other Law related matters. He was appointed as Additional Directors of the Company with effect from 25/01/2023 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, he holds office up to the date of this ensuing Annual General Meeting and he is eligible for the appointment as Non-Executive Independent Directors not liable to retire by rotation. he gave his declarations to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act.

Except Mr. Viren Rajeshkumar Makwana (DIN: 09007676), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Ordinary Resolution set out at Item No. 4 of the Annual General Meeting Notice for approval by the members.

ITEM NO. 5.

Reduction of Share Capital of the Company:

The Company has incurred huge losses in past and the current capital of the company is not reflecting the true potential of the Company. Hence, the management is in the view that the effect of past losses should be mitigated, thereby actual potential of the company can be reflected. Hence, Management has decided to reduce the share capital of the company up to the maximum possible extent.

In such circumstances it is desired that the capital structure of the Company should be reorganized. Hence, the Board of Directors in their Meeting held as on 30th June, 2023 decided that accumulated losses should be written-off to maximum possible extent, i.e., 98% of the existing equity share capital. This will help to bring the value of its share capital nearer to its real value. The Board has approved the Draft Scheme of Reduction in their meeting on the Basis of fairness Report and Other Data.

In such circumstances, it is desirable to reorganize the present financials of the Company by writing off the accumulated losses as at 31st March 2023, subject to the approval of Hon'ble NCLT of relevant jurisdiction and such other authorities as may be prescribed,

Below given is the brief synopsis of the aforesaid reduction:

- a) The Subscribed, Issued and Paid –up capital of the Company shall stand reduced from Rs. 6,07,75,000/- (Rupees Six Crores Seven lakhs Seventy Five Thousand Only) divided into 60,77,500 (Sixty lakhs Seventy Seven Thousand Five Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 12,15,500/- (Rupees Twelve Lakhs Fifteen Thousand Five Hundred Only) divided into 1,21,550 (One Lakh Twenty One Thousand Five Hundred and Fifty) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The aforesaid reduction of paid-up equity share capital shall be affected by cancelling 98% holding of equity shareholders of the Company.

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b) The new share certificates pursuant to the reduction of share capital shall be issued to the shareholder who will be shareholders as on record date and holds the Certificate in Physical mode. Further all old share certificate will be stand cancelled upon the approval of the Scheme of Reduction by NCLT.

c) Pre and Post Reduction Share capital structure and shareholding pattern:

The Capital Structure and Shareholding pattern of the Company pre and post reduction of share capital as on August 31, 2023, is as follows:

Pre and Post Reduction of Capital Structure of Company

Particulars	Pre-Reduction Amount (in Rs.)	Post - Reduction Amount (in Rs.)
Authorized Share Capital		
75,00,000 Equity Shares of Rupees 10/- each	7,50,00,000	7,50,00,000
Total	7,50,00,000	7,50,00,000
Issued, Subscribed and Paid-up Capital		
Equity Share Capital of the Company	6,07,75,000	12,15,500
	(60,77,500 Equity Shares of Rs. 10/- each)	(1,21,550 Equity Shares of Rs.10/- Each)
Total	6,07,75,000	12,15,500

Pre and Post Reduction of Shareholding Pattern of Company:

Sr. No.	Category	Pre- Reduction		Post-Reduction	
		No of Shares held	% of Share Holding	No of Shares Held	% of Share Holding
A	Promoters Holding				
1	<u>Indian</u>				
	Individual	1,34,600	2.21	2692	2.21
	Bodies Corporate & LLP	--	--	--	--
	Sub-Total	1,34,600	2.21	2692	2.21
2	<u>Foreign Promoters</u>	--	--	--	--
	Sub-Total (A)	1,34,600	2.21	2692	2.21
B	Non-Promoters Holding				
	Institutional Investors	--	--	--	--
	<u>Non-Institution</u>				
	Private Corporate Bodies & LLP	5,42,055	8.92	10,841	8.92
	Indian Public & HUF	52,54,866	86.47	1,05,097	86.47

PADMANABH INDUSTRIES LIMITED

	Other (Including NRIs, Clearing Members)	145979	2.40	2920	2.40
	Sub-Total (B)	59,42,900	97.79	1,18,858	97.79
C	Non-Promoter & Non-Public (C)	--	--	--	
	Grand Total (D) = (A)+(B)+(C)	95,220	100.00	1,21,550	100.00

d) Fairness Opinion Report:

The Company has received the Fairness Opinion Report for the Purpose of Reduction of Paid-up Share Capital of the Company dated 27th June, 2023 from M/s Swaraj Shares and Securities Private Limited, SEBI Registered Category – I, Merchant Banker having a registered office at 21 Hemant Basu Sarani, 5th Floor, Room No. 507, Kolkata – 700001, West Bengal and the detailed Fairness Report is attached as a Annexure I along with the Notice.

e) Valuation Report:

As per the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI master circular No. CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 is not applicable to the proposed scheme of reduction of Capital of the Company.

We also attached herewith the Copy of the Certificate of Non-Applicability of Valuation from Mr. Manish S. Buchasia, SEBI Registered Valuer is attached as a Annexure II along with the Notice.

f) Report of Complaint:

The Report of Complaint status in the matter of Capital Reduction of the Company is attached as an Annexure III.

g) Observation Letter of the Stock Exchange:

The Company has applied to the BSE Limited for the Purpose of the Observation letter from the Stock exchange and the same is pending with the approval with the exchange. We hereby confirm that upon the receipt of the Observation Letter from the Stock exchange we will intimate the same and upload the said letter on BSE and also on Company website i.e. www.padmanabhindustries.in

h) Documents related the Reduction of Capital:

We hereby inform that all the Documents including Draft Scheme of Reduction, Certificates from the Auditor, Valuer, other undertaking and all other related documents are uploaded on the Company website i.e. www.padmanabhindustries.in and we will also update the documents on in upon the any updating in the process.

i) Declaration:

We hereby declared that none of any Directors and/ or Promoter and Promoter Group of the Company and Company itself defaulter or debarred from the Exchange or any other Regulatory Authorities.

j) Interest in the Scheme:

PADMANABH INDUSTRIES LIMITED

None of the Directors and the Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except to the extent of their shareholding in the company if any.

Date: 31.08.2023
Place: Ahmedabad

By the order of the Board
PADMANABH INDUSTRIES LIMITED

Sd/-

Chiragkumar R. Parmar
Managing Director
(DIN: 09432185)

Tuesday, June 27, 2023

To,
The Board of Directors,
Padmanabh Industries Limited,
203 Abhishek Complex, Mamta Park Society, B/H, Nav Gujarat College, Ashram Road Ahmadabad – 380014, Gujarat,
India

Subject: Fairness Opinion on the proposed Scheme for Reduction of Capital of Padmanabh Industries Limited

Dear Members of the Board,

We understand that Board of Directors of Padmanabh Industries Limited (hereinafter referred as “PADMAIND”) is considering a Scheme of Arrangement whereby there will be Reduction of Capital of the Company (hereinafter referred to as “Proposed Scheme”) under section 66 of the Companies Act, 2013 and Other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “Act”).

The Proposed Scheme of arrangement for Reduction of Capital provides for –

- “Upon the Scheme becoming effective and after obtaining the necessary approvals, consent, permissions, the Subscribed, issued and Paid-up capital of the Company shall stand reduced from Rs.6,07,75,000.00/- (Six Crores Seven Lakhs Seventy-Five Thousand Only) divided into 60,77,500 (Sixty Lakhs Seventy-Seven Thousand Five Hundred) Equity Shares of Rs.10.00/- (Rupees Ten Only) each to Rs.12,15,500.00/- (Rupees Twelve Lakhs Fifteen Thousand Five Hundred Only) divided into 1,21,550 (One Lakh Twenty-One Thousand Five Hundred and Fifty) Equity Shares of Rs.10/- (Rupees Ten Only) each. The aforesaid reduction of paid-up equity share capital shall be effected by cancelling 98.00% holding of equity shareholders of the Company.
- Upon this Scheme becoming effective with the above reduction of the Equity Share Capital:

Existing 60,77,500 (Sixty Lakhs Seventy-Seven Thousand Five Hundred) Equity Shares of Rs.10.00/- (Rupees Ten Only) each shall be recognized into 1,21,550 (One Lakh Twenty-One Thousand Five Hundred and Fifty) Equity Shares of Rs.10.00/- (Rupees Ten Only) each fully paid-up. Consequently, every shareholder of the Company whose name appears on the register of Members on the Record Date shall be issued 2 (Two) equity shares of face value of Rs.10.00/- (Rupees Ten Only) fully paid up for every 100 (Hundred) equity Shares of Rs.10.00/- (Rupees Ten Only) Fully paid up held by them in the Company prior to the Scheme.”

1. BACKGROUND OF THE COMPANY

Profile of the Company

- 1.1 PADMANABH INDUSTRIES LIMITED is a Company having Company Identification Number L17110GJ1994PLC023396 incorporated on the 24th Day of October 1994, under the provisions of the Companies Act, 1956. The registered office of the company is situated at 203 Abhishek Complex, Mamta Park Society, B/H, Nav Gujarat College, Ashram Road Ahmadabad – 380014, Gujarat, India
- 1.2 The Equity Shares of the Company are listed on BSE Limited.



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Branch Office - Unit 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai - 400093,
Maharashtra, India

1.3 The extracts of the Main object of the Company as per the Memorandum of Association is to as below:

1. *produce, manufacture, refine, manipulate, use, buy, import or otherwise acquire, use, sell, distribute, export deal in and dispose of dyes and chemicals (synthetic or non-synthetic), coal-tar, dyes, dyes intermediates and dyes of all other types and description pharmaceutical surface-active agents.*
2. *To carry on the business of Builders, Masoners and General Construction and Contractors and to carry on the business of the proprietors of lands, flats, maisonettes, dwelling houses, shops, offices, industrial estates, lessees of lands, flats and other immoveable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate and furnish and maintain flats, hotels, malls, educational institutes, hospitals, maisonettes, dwelling houses, shops, offices, buildings, industrial estates, works and conveniences, and sell the same on ownership basis, instalment basis or loose basis and rental basis and transfer such buildings to co-operative societies, limited companies, bodies corporate or association of persons or individuals as the case may be, to lay out roads and pleasure gardens and recreation grounds to plant, drain or otherwise improve the land or any part thereof and to promote, operate and manage various immoveable properties and other real estate assets, and to develop, acquire and invest, either directly or indirectly, in income producing immoveable properties in India and to also undertake development and maintenance of infrastructure projects in all areas of infrastructure including but not limited to facilities such as road, power, water and industrial infrastructure and to deal in all types of building materials and infrastructure materials.*

1.4 The Issued, Subscribed and Paid-up Capital of the Company as on 31st March, 2023 is Rs.6,07,75,000.00/- (Six Crores Seven Lakhs Seventy-Five Thousand Only) divided into 60,77,500 (Sixty Lakhs Seventy-Seven Thousand Five Hundred) Equity Shares of Rs.10.00/- (Rupees Ten Only).

1.5 As per the Audited Financial Statements for the Period ended as on 31st March, 2023, there is an accumulated loss of Rs.6,08,26,584/- (Rupees Six Crores Eight Lakhs Twenty-Six Thousand Five Hundred and Eighty-Four)

(Source: Company)

2. SCOPE AND PURPOSE OF THE REPORT

- 2.1** We understand that the Board of Directors of the Company wish to Set off the accumulated losses by way of corporate restricting exercise wherein the Issued, subscribed and Paid-up capital of the Company would be set off to the extent of Rs.5,95,59,500.00/- (Rupees Five Crores Ninety-Five Lakhs Fifty-Nine Thousand Five Hundred Only) thereby reducing the Equity Share Capital by 98%.
- 2.2** In this Connection, the Management of the Company has engaged Swaraj Shares and Securities Private Limited, a SEBI Registered Category – I Merchant Banker to submit a Report on the fairness of the Scheme as per the requirements of SEBI Circular No. CFD/DIL3 /CIR/2017/21 dated March 10, 2017. Our Scope of work includes commenting only on the Fairness of the Scheme.
- 2.3** This report is subject to the Scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts and in conjunction with the relevant documents referred to in this Report. This report has been issued only for the purpose of the facilitating the Scheme and Should not be used for any other purpose.

3. SOURCE OF INFORMATION

- 3.1** Draft Scheme for Reduction of Capital between Padmanabh Industries Limited and its Shareholders.
- 3.2** Report from the Audit Committee recommending the Draft Scheme.

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Maharashtra, India

3.3 Audited Financial Statement for Period ended March 31, 2023.

3.4 Other relevant details regarding the Company such as the Shareholding pattern and other relevant information and data, including information in the public domain.

4. KEY FEATURES OF THE SCHEME

4.1 As per the Audited Financial Statements for the Period ended as on 31st March, 2023, there is an accumulated loss of Rs.6,08,26,584/- (Rupees Six Crores Eight Lakhs Twenty-Six Thousand Five Hundred and Eighty-Four).

4.2 As the Company has huge accumulated losses, and in order to give true and fair view of the Financial of the Company and to reflect Financial Position of the Company with available assets, the Board of Directors of the Company has felt the need to cancel any paid-up share Capital which is lost or is unrepresented by available assets.

4.3 The Benefits arising out of the Scheme of Reduction of Capital will enable the Company to –

- get fresh infusion of funds for the revival of Business operations, which otherwise due to presence of continuous losses is not possible, the promoters of the petitioner company has proposed a restructuring in a manner that the accumulated losses gets cleaned up to extent possible;
- have a rational structure which is commensurate with its remaining business and assets;
- attract new source of revenue;
- Overcome its financial difficulties and improve its working in the future and in turn enhancement of its shareholders value, Creditors and all concerned as a whole.
- Reflect better its operational efficiency, improvements in the future years and reflect the true share value.

4.4 Effect of the Scheme

The Pre and Post Reduction Shareholding Pattern of the Company will be as follows:

Sr. No.	Category	Pre-Scheme (Equity Shares of Rs.10.00/- each)		Post-Scheme (Equity Shares of Rs.10.00/- each)	
		No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding
1.	Promoter(s) and Promoter Group	1,34,600	2.21%	2,692	2.21%
2.	Non – Promoter (Public)	59,42,900	97.79%	1,18,858	97.79%
	Total	60,77,500	100.00%	1,21,550	100.00%

4.5 Impact of the Scheme on Employees/ Workers as mentioned in the Scheme for Reduction of Capital

The Scheme shall not have any adverse impact on the employee and workers of the Company.



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4.6 Impact of the Scheme on Creditors/ Bank as mentioned in the Scheme for Reduction of Capital

The Scheme will not have any adverse impact on any of the Company's Creditors / Bank / Financial Institutions and lenders. They would in fact generally benefited as the scheme would help improving the financial position of the Company. The Scheme will help the revival of the Company which will be in the interest of the Company's Creditors / banks / financial institutions and lenders.

4.7 Impact of the Scheme on Legal Proceedings as mentioned in the Scheme for Reduction of Capital

The Scheme would not affect any legal or other proceeding by or against the Company.

4.8 Conditions Precedent as mentioned in the Scheme for Reduction of Capital

The Scheme is conditional upon and subject to:

- The Company obtaining the observation letter from the designated stock exchange for the implementation of the Scheme.
- The Scheme being agreed to by the respective requisite majorities of members of the Company as required under the Act.
- The requisite sanctions and approvals under the applicable law including but not limited to approvals, sanctions required under the SEBI Circular (CFD/DII3/CIR/2017/21) Dated March 10, 2017 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as may be required by law in respect of this scheme being obtained.
- The Scheme being approved by the National Company Law Tribunal under Section 66 of the Companies Act, 2013 read with all other applicable provisions if any, of the Act or of such other authority having jurisdiction under applicable law, being obtained.
- The Certified copy of the above order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies, Ahmedabad.

5. BASIS OF OUR OPINION

Rationale of the Proposed Scheme (as per proposed Scheme for Reduction of Capital)

Upon the Scheme becoming effective and after obtaining the necessary approvals, consents, permissions etc, the issued, subscribed and Paid-up equity share capital of the Company shall be Rs.12,15,500.00/- (Rupees Twelve Lakhs Fifteen Thousand and Five Hundred Only) after reduction of Rs.5,95,59,500.00/- (Rupees Five Crores Ninety-Five Lakhs Fifty-Nine Thousand Five Hundred) being accumulated losses to that extent out of total losses amounting to Rs.6,08,26,584.00/- (Rupees Six Crores Eight Lakhs Twenty-Six Thousand Five Hundred and Eighty-Four Only).

The Scheme is merely a Reduction in the Paid-up Share Capital Account of the Company prepared in terms of Section 66 of the Companies Act, 2013 and does not envisage transfer or vesting of any of the properties and/or liabilities of the Company to any person or entity. The Scheme also does not involve any conveyance or transfer of any property of the Company.

There is reduction of the Paid-up Share Capital of the Company 98%, so that post reduction, 60,77,500 (Sixty Lakhs Seventy-Seven Thousand Five Hundred) Equity Shares of Rs.10.00/- (Rupees Ten Only) each shall be recognized into 1,21,550 (One Lakh Twenty-One Thousand Five Hundred and Fifty) Equity Shares of Rs.10.00/- (Rupees Ten Only) each fully paid-up. Consequently, every shareholder of the Company whose name appear on the register of members on the record date shall be issued 2 (Two) equity shares of face value of Rs.10.00/- (Rupees Ten Only) fully paid up for every

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100 (Hundred) equity shares of Rs.10.00/- (Rupees Ten Only) fully paid up held by them in the Company prior to the scheme. The Reduction of Capital shall be on proportionate basis and there shall not be any change in percentage of shareholding of any shareholder of the Company.

In order to re-align the relation between capital and assets; and to fairly reflect the liabilities and assets of the Company in its Books of Accounts; and for better presentation of the financial position of the Company, the Board of Directors of the Company has decided to write off the accumulated losses against reduction in the Paid-up share Capital of the Company in accordance with Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of Share Capital of the Company) Rules, 2016 and other applicable provisions.

6. OPINION AND CONCLUSION


Subject to the caveats as detailed hereinafter, based on our review, as above and the information and explanation furnished to us, and also the fact that the requirement for valuation report as mentioned in Para 4 of Annexure – I to the SEBI circular No. CFD/DIL3/CIR/ 2017/21 dated March 10, 2017 is not applicable to the Proposed Scheme of Reduction of Capital of the Company Since:

- 6.1 There Shall not be any change in the proportion of Shareholding of any of the pre-scheme Shareholders of the Company post the proposed reduction of Capital.
- 6.2 There Shall be allotment of any new equity shares upon reduction of Capital. There is only reduction of the Paid-up Share Capital of the Company by 98% which shall be given effect.
- 6.3 All the pre-scheme shareholders shall remain the shareholders of the Company after post scheme in the same proportion.

We are on the opinion that the Proposed Scheme of Reduction of Capital to be fair.

Yours faithfully,

For Swaraj Shares and Securities Private Limited


Ms. Pankita Patel
Director
DIN: 10085381



Date: Tuesday, June 27, 2023
Place: Mumbai

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Maharashtra, India

Annexure – I : Caveats

1. Our opinion and analysis is limited to the extent of review of documents as provided to us by the Management of Padmanabh Industries Limited and the Draft Scheme for Reduction of Share Capital. We have relied on accuracy and completeness of all the information and explanations provided by the Management. We have not carried out any due diligence or Independent Verification or validation to establish its accuracy or sufficiency.
2. The Scope of our work has been limited both in terms of the areas of the Business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Reports, which might be relevant in the context of the transaction and which a wider scope might uncover.
3. Our work does not constitute an audit, due diligence or verification of historical financials or including the working results of the Company or the business referred to in this report. Accordingly, we do not express any opinion on the fairness or accuracy of any financial information referred to in this report.
4. The Fairness opinion is based on and is subject to the conditions precedent mentioned under Point 4 “Conditions precedent As Mentioned in the Scheme for Reduction of Capital”.
5. We have no present or planned future interest in Padmanabh Industries Limited and the fee payable for this opinion is not contingent upon the opinion reported herein. The Company has been provided with an opportunity to review the draft opinion as a part of our standard practice to make sure that factual accuracy / omission are avoided in our opinion.
6. Our fairness opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Draft Scheme or any matter related thereto.
7. The opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this report. This opinion is issued on the understanding that the Management has drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.
8. We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us used by us; we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Company.
9. Our engagement is limited to preparing the report to be submitted to the client. We shall not represent in front of any person for answering any specific queries raised by them pertaining to this report and we shall not be liable to provide any evidence for any matters stated in the Report nor shall we be liable or responsible to provide any explanation or written statement for any assumption, information, methodology or any other matter pertaining to the report.
10. Whilst all reasonable care has been taken to ensure that the factual statements in the report are accurate, neither ourselves, nor any of our Directors, Officers or Employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report.
11. Our report should not be constructed as an opinion or certifying the compliance of the Draft Scheme for Reduction of Capital with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implication or issues arising from the proposed Draft Scheme for Reduction of Capital.

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Maharashtra, India

Tuesday, June 27, 2023

To,

The Board of Directors,

Padmanabh Industries Limited,

203 Abhishek Complex, Mamta Park Society, B/H, Nav Gujarat College, Ashram Road Ahmadabad –

380014, Gujarat,

India

Subject: Amendment to the Fairness Opinion on the proposed Scheme for Reduction of Capital of Padmanabh Industries Limited

Dear Members of the Board,

This is to certify that M/s Padmanabh Industries Limited having registered office at 203, Abhishek Complex, Mamta Park Society, B/h Nav Gujarat College, Ashram road, Ahmedabad-380014. We hereby certify that total accumulated loss of Rs. 13,73,26,586 as on March 31, 2023. The Total loss due to Business losses except the loss of Rs.82,83,666.00/- sundry balances written off in the year 2021-22. This certificate is issued on the specific request of the management of the company and documents produced before us.

For Swaraj Shares and Securities Private Limited



Ms. Pankita

Director

DIN: 10085381

Date: Tuesday, August 01, 2023

Place: Mumbai

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Manish S. Buchasia
 IBBI REGISTERED VALUER
 Assets class: Securities or financial assets
 RV Reg. no: IBBI/RV/03/2019/12235
 Address: 306, "GALA MART" Nr SOBO CENTRE, Before SAFAL PARISAR, Above
 SBI/UNION Bank, SOUTH BOPAL, AHMEDABAD - 380058, GUJARAT, INDIA
 Contact No.: 9327916394 Email- manishbuchasiacs@gmail.com

CERTIFICATE

To,
 The Board of Directors,
 Padmanabh Industries Limited
 203 Abhishek Complex, Mamta Park Society,
 B/h, Nav Gujarat College, Ashram Road,
 Ahmadabad, Gujarat - 380014

Dear Sir,

Subject: Certificate for non-applicability of the requirement of obtaining the valuation report from an Independent Registered Valuer as prescribed in SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (hereinafter referred to as "SEBI Circular") in respect of proposed reduction of Capital read with SEBI master circular No.CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021.

I, Mr. Manish Santosh Buchasia, the IBBI Securities or Financial Assets Registered Valuer (IBBI Registration Number: IBBI/RV/03/2019/12235) have been requested by Padmanabh Industries Limited ("the company") having its registered office at 203 Abhishek Complex, Mamta Park Society, B/h, Nav Gujarat College, Ashram Road, Ahmadabad, Gujarat - 380014, to issue this certificate under Para 4 of Annexure-1 to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI master circular No. CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 in respect of non-applicability of requirement for valuation report in the matter of proposed reduction of capital of the company.

I have been informed that the Board of Director of the company in its meeting held on 30th June, 2023 has approved for reduction of the capital of the company by 98% so that post capital reduction. Upon the said resolution, every 100 (Hundred) equity shares of Rs. 10/- each shall be consolidated to 2 (Two) new fully paid up equity share of Rs. 10/- each. The reduction of capital shall be on proportionate basis and there shall not be any change in percentage shareholding of any shareholder of the company.

I have perused and examined the draft scheme, pre and post scheme shareholding pattern of the Company and other material documents of the Company. Based on my examination as above and the information and explanation furnished to me, I hereby certify that the requirement for valuation report as mentioned in Para 4 of Annexure -1 to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI



master circular No.CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 is not applicable to the proposed scheme of reduction of Capital of the Company since:

- a. There shall not be any change in the proportion of shareholding of any of the pre-scheme shareholders of the Company.
- b. There shall not be allotment of any new equity shares upon reduction of capital. Only the 100 (Hundred) equity shares of Rs. 10/- each shall be consolidated to 2 (Two) new equityshare of Rs. 10/- each; and
- c. All the pre-scheme shareholders shall remain the shareholder of the Company after postscheme in the same proportion.

I have been informed that the capital reduction contemplated is for Rs. 5,95,59,500/- by way of reduction of paid-up share capital by 98% to be set off against the carried forward loss of Rs.5,95,59,500/-

This certificate has been issued at the specific request of the Company. I undertake no further responsibility to update this certificate for new information subsequent to the date of this certificate.

Yours faithfully

MANISH
SANTOSH
BUCHASIA

Digitally signed by MANISH
SANTOSH BUCHASIA
Date: 2023.07.04 12:16:49
+05'30'

RV MANISH SANTOSH BUCHASIA
Registered Valuer- Securities or Financial Assts
IBBI Registration No: IBBI/RV/03/2019/12235

Date: 04/07/2023





Annexure - 3

Complaints Report**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NIL	NIL	NIL
2.	NIL	NIL	NIL
3.	NIL	NIL	NIL

For, Padmanabh Industries Limited

Chirag R. Parmar.....
Chiragkumar Parmar
Managing Director
DIN : 09432185**Date : 21.08.2023**
Place: Ahmedabad

=====

CIN: L17110GJ1994PLC023396
Registered Office: 203 Abhishek Complex, Mamta Park Society B/h, Nav Gujarat
College, Ashram Road, Ahmedabad City, Gujarat-380014, India
Phone: +91 79 26400200 Email ID: padmanabhindustries@gmail.com

PADMANABH INDUSTRIES LIMITED

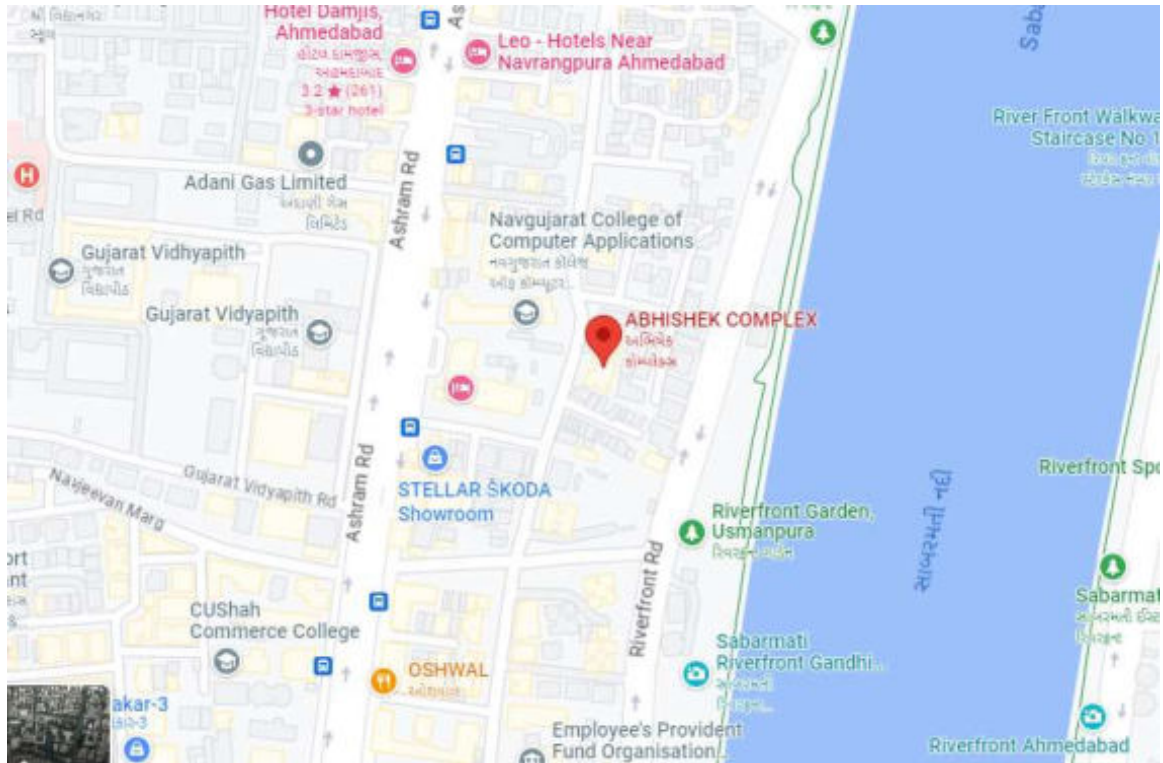
**Details of Directors seeking Regularize at the forthcoming
Annual General Meeting**

Name of the Director	Mr. Viren Makwana
Director Identification Number (DIN)	09007676
Designation for which Appointed	Non-Executive Independent Director
Date of Birth	10/07/1988
Nationality	Indian
Date of Appointment on Board	18/04/2023
Qualification	Professional
Brief Profile	Mr. Viren Rajeshkumar Makwana, is a qualified Company Secretary (Associate Member) from the Institute of Company Secretaries of India. He has also completed Master of Law (LLM) degree from Gujarat University. He has an experience of more than 6 years in the field of Corporate Law, Companies Act and Other Law related matters
Shareholding in the Company	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1. Bright Solar Limited 2. Padmanabh Industries Limited 3. Seacoast Shipping Services Limited 4. Typhoon Holdings Limited 5. Mercury Trade Links Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	1. Chairman of Audit Committee and Nomination and Remuneration Committee and Member of Shareholder Relationship Committee in Franklin Industries Limited 2. Chairman of Nomination and Remuneration Committee and Member of Audit Committee in Padmanabh Industries Limited 3. Member of Audit Committee and Nomination and Remuneration Committee Shareholder Relationship Committee and Corporate Social Relationship Committee in Seacoast Shipping Services Limited

***There are no inter-se relationships between the Board Members.**

PADMANABH INDUSTRIES LIMITED

Route Map to the Venue of AGM



PADMANABH INDUSTRIES LIMITED

**203 ABHISHEK COMPLEX, MAMTA PARK SOCIETY
B/H, NAV GUJARAT COLLEGE, ASHRAM ROAD
AHMADABAD GUJARAT 380014**

PADMANABH INDUSTRIES LIMITED

DIRECTOR'S REPORT

To,
THE MEMBERS,

Your directors have pleasure in submitting their 29thAnnual Report of the Company together with the Audited Statements of Accounts of the Company for the year ended on 31stMarch, 2023.

1. FINANCIAL PERFORMANCE/HIGHLIGHTS:

During the year under review, the Company has incurred Loss of Rs. 0.15 Lacs. Your directors look forward to improve the financial position of the Company and are optimistic about the future growth and performance of the Company.

The summarized standalone financial results of the Company for the period ended 31stMarch, 2023 are as follows:

(Amount in Lakhs.)

Particulars	Year Ending 31stMarch, 2022	Year Ending 31stMarch, 2022
Sales	0.00	13.54
Other Income	12.75	0.00
Total Income	12.75	13.54
Profit/(loss)before Interest, Depreciation, Tax	4.12	(84.00)
Less: Interest	0.00	0
Less: Depreciation & Amortization Cost	4.27	4.26
Less: Extraordinary items	0.00	0
Profit/(loss)Before Tax & Exceptional Item	(0.15)	(74.72)
Less: Tax Expenses(current + Deferred Tax)	0.00	0
Less: Exceptional Item	0.00	82.83
Profit/(loss)after Tax	(0.15)	(157.55)

2. DIVIDEND

Since the Company has incurred loss during the year ended on 31stMarch, 2023, hence the Board has not recommended/declared dividend for the year 2022-23.

3. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has no Subsidiary Companies.

Further, Company has also sell its investment from Guardian Finance Pvt. Ltd. as on 03.06.2022 (after the Completion of Financial Year). So as on date i.e. 05.09.2022 Company has no any Subsidiary Company.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

5. CHANGE IN THE NATURE OF THE BUSINESS OF THE COMPANY

During the year, there is no change in the nature of the business of the Company.

6. CHANGES IN SHARE CAPITAL OF THE COMPANY

During the year, there is no change in the share capital of the Company.

7. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

8. TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to reserves.

9. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of this report except the outbreak of corona virus (COVID-19) pandemic causing significant disturbance and slowdown of economic activity. The Companies operations and revenue were impacted due to COVID-19. Considering the continuing uncertainties, the Company will continue to closely monitor any material changes to future economic conditions.

10. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

11. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has not developed and implemented any risk management policy as the risk threatening the business activity carried out by the Company during the year are minimal.

12. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

A. CONSERVATION OF ENERGY:

- i. steps taken or impact on conservation of energy: Nil
- ii. the steps taken by the company for utilizing alternate sources of energy: None
- iii. the capital investment on energy conservation equipments: Nil

B. TECHNOLOGY ABSORPTION:

- i. the efforts made towards technology absorption: None
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution: None

PADMANABH INDUSTRIES LIMITED

- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - a) the details of technology imported: None
 - b) The year of import: **N.A.**
 - c) Whether the technology has been fully absorbed: **N.A.**
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons there of: **N.A.**
- iv. the expenditure incurred on Research and Development: Nil

C. FOREIGN EXCHANGE EARNING & OUTGO:

- i. Foreign Exchange Earning: NIL
- ii. Foreign Exchange Outgo: NIL

13. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are **not applicable**.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, the Company has given loan and the details of such loan given are provided in note no.4 of the financial statements for the year ended on 31st March, 2023. Further the Company has not made any investments and/or provided any guarantees during the period under review.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the year under review, the Company has entered into any contracts or arrangements with related parties. The particulars of Contracts or Arrangements made with related parties required to be furnished under section 134(2) are disclosed in the prescribed form (Form AOC-2) which is attached to this Report as **Annexure "A"**.

16. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

a) Composition of Board;

Name of Directors	Designation	Category	No. of Board Meeting held during the year	No. of Board Meeting attended
Ms. Shvetalben Sagarbhai Dataniya	Chairman	Executive director	08	08
Mr. Dhwanil S. Bhavnagari	Director	Non executive director	09	09
Mr. Viren Rajeshkumar Makwana	Director	Non-executive Independent	03	03
Ms. Aarti A. Singh	Director	Independent	09	09
Mr. Chiragkumar R. Parmar	Managing Director & Chief Financial Officer	Executive Director	13	13

PADMANABH INDUSTRIES LIMITED

Mr. Pranav Vajani	Director	Non-executive Independent	13	13
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*Appointment of Mr. Manish Kumar Arora as a Company Secretary cum Compliance officer of the Company w.e.f. 24th June, 2022.

* Accept the Resignation received from the Mr. Mayank Ghanshyam Agarwal from the post of Company Secretary cum Compliance officer w.e.f. 24th June, 2022.

*Appointment of Mr. Chiragkumar Rameshbhai Parmar as a Chief Financial officer of the Company w.e.f. 24th June, 2022.

*Accept the Resignation received from the Mr. Rameshbhai Harilal Shah from the post of Chief Financial officer w.e.f. 24th June, 2022.

*Resignation Mr. Dhwanil Saumilbhai Bhavnagari from the post of Director w.e.f. 4th July 2022.

*Appointment of Ms. Shvetalben Sagarbhai Dataniya (DIN: 09629900) as a director under the category of Non-Executive Non-Independent Director of the Company w.e.f. 21st July, 2022.

*Accept the Resignation received from the Mr. Aarti Anil Singh (DIN:08627488) from the post of Directorship of the Company w.e.f. 21st July, 2022.

*Appointment of Mr. Viren Rajeshkumar Makwana (DIN: 09007676) as an Additional Director under the category of Non-Executive Independent Director w.e.f. 25th January, 2023.

*Resignation of Mr. Manish Kumar Arora from the post of Company Secretary w.e.f. 25th March, 2023.

b) Changes in the Board during the year:

During the year under review, there has been following change in the board of the company.

Mr. Mayank Agarwal has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. 24th June, 2022 and Mr. Manish Kumar Arora has been appointed as Company Secretary and Compliance Officer of the Company w.e.f. 24th June, 2022.

Mr. Chiragkumar R. Parmar Appointed as a Chief Financial Officer of the Company w.e.f. 24th June, 2022 and Mr. Rameshbhai Harilal Shah was resigned from the post of Chief Financial Officer of the Company w.e.f. 24th June, 2022.

Mr. Dhwanil Bhawnagari and Mr. Aarti Singh resigned from the post of the Directorship w.e.f. 04th June, 2022 and 21st July, 2022 respectively.

Ms. Shvetalben Sagarbhai Dataniya (DIN : 09629900) appointed as a Director under the category of Non-Executive Non Independent Director of the Company w.e.f. 21st July, 2022. And Ms. Shvetalben Sagarbhai Dataniya appointed Chairman to the Board w.e.f. 21st July, 2022.

Mr. Viren Rajeshkumar Makwana (DIN : 09007676) appointed as an Additional Director under the category of Non-Executive Independent Director w.e.f. 25th January, 2023

Mr. Manish Kumar Arora has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. 25th March, 2023.

However, following changes happened after 31st March, 2023.

Company held Board meeting as on Friday, 30th June, 2023 to consider and approve draft scheme of Reduction of Capital of the Company

c) RETIREMENT BY ROTATION

In accordance with the provisions of section 152[6] of the Act and in terms of Articles of

PADMANABH INDUSTRIES LIMITED

Association of the Company, Ms. Shvetalben Sagarbhai Dataniya (DIN: 09629900) being liable to retire by rotation, shall retire at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. The Board recommends his reappointment.

d) NUMBER OF BOARDMEETINGS

During the year under review, the Board duly met Thirteen (13) times on 27/05/2022, 03/06/2022, 24/06/2022, 04/07/2022, 21/07/2022, 12/08/2022, 05/09/2022, 18/10/2022, 14/11/2022 25/01/2023 09/02/2023, 24/03/2023, 25/03/2023 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

17. KEY MANAGERIAL PERSONNEL

As on the date of this report, the following persons are the Key Managerial Personnel(s) of the Company:

1. **Mr. Chirakumar R. Parmar**, Managing Director & Chief Financial Officer
2. **Ms. Shvetalben Dataniya**, Chairman to the Board
3. **Mr. Manish Kumar Arora**, Company Secretary & Compliance Officer (up to 25.03.2023)

18. STATEMENT ON FORMAL ANNUAL EVALUATION OF BOARD

Nomination and Remuneration Committee annually evaluates the performance of individual Directors, Committees, and of the Board as a whole in accordance with the formal system adopted by it. Further, the Board also regularly in their meetings held for various purposes evaluates the performance of all the Directors, committees and the Board as a whole. The Board considers the recommendation made by Nomination and Remuneration Committee in regard to the evaluation of board members and also tries to discharge its duties more effectively. Each Board member's contribution, their participation was evaluated and the domain knowledge they bring. They also evaluated the manner in which the information flows between the Board and the Management and the manner in which the board papers and other documents are prepared and furnished.

19. DECLARATIONS BY INDEPENDENT DIRECTORS & THEIR SEPARATE MEETING:

All the Independent Directors of the Company have given their declarations stating that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and in the opinion of the Board, the independent directors meet the said criteria.

The Independent Directors met on February 9, 2023 to discuss the performance evaluation of the Board, Committees, Chairman and the individual Directors.

The Independent Directors reviewed the performance of the non-independent Directors and Board as whole. The performance of the Chairman taking into account the views of executive Directors and non-executive Directors and assessed the quality, quantity and timeline of flow of information between company management and Board.

20. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134(3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

PADMANABH INDUSTRIES LIMITED

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2023 and of the profit and loss of the company for that period;
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE:

The Audit Committee is duly constituted in accordance with SEBI (LODR) Regulations 2015 and Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 as amended from time to time. It adheres to the terms of reference which is prepared in compliance with Section 177 of the Companies Act, 2013, and SEBI (LODR) Regulations 2015. The Members of the Committee are: -

Sr. No.	Name of the Member	Designation	Category	Number of meeting Eligible to attend	Number Of meeting attended
1.	Mr. Pranav Manoj Vajani	Chairman	Independent Director	4	4
2.	Mr. Viren Makwana	Member	Independent Director	1	1
3.	Mr. Chiragkumar Rameshbhai Parmar	Member	Managing Director	4	4

The Audit Committee acts in accordance with the terms of reference specified by the Board of Directors of the Company. Further during the period under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

During the financial year ended on 31st March 2023, the Audit Committee met (4) Four times on 27/05/2022, 12/08/2022, 14/11/2022, and 09/02/2023.

22. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has established vigil mechanism/Whistle Blower Policy for Directors and employees of the Company to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and ethics Policy. The said mechanism also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Board of Directors of the Company frequently reviews the vigil mechanism/whistle blower policy in order to ensure adequate safeguards to employees and Directors against victimization.

PADMANABH INDUSTRIES LIMITED

The said policy is also available on the website of the Company at www.padmanabhindustries.in

23. NOMINATION AND REMUNERATION COMMITTEE

a) Composition of Nomination and Remuneration Committee:

As on the date of this report, the Committee comprises of the following members:

Sr. No	Name of the Directors	Designation	Category	Number of meeting Eligible to attend	Number of meeting attended
1.	Mr. Viren Makwana	Chairman	Independent Director	1	1
2.	Mr. Pranav Manoj Vajani	Member	Independent Director	4	4
3.	Ms. Shvetalben Sagarbhai Dataniya	Member	Non-Executive Director	2	2

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees. The said policy is available on the website of the Company.

Meetings of Nomination and Remuneration Committee:

During the year, four meeting of the Committee was held on 24/06/2022, 21/07/2022, 25/01/2023, 25/03/2023.

24. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee comprises of the following members:

Sr. No.	Name of the Member	Designation	Category
1.	Ms. Shvetalben Sagarbhai Dataniya	Chairman	Non-Executive Director
2.	Mr. Pranav Manoj Vajani	Member	Independent Director
3.	Mr. Chiragkumar Rameshbhai Parmar	Member	Managing Director

Details of Investor's grievances/ Complaints:

All investor complaints received during the year were resolved. There is no pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2023.

The committee duly met two time on 12/08/2022 and 09/02/2023 during the year.

25. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has not developed and implemented any risk management policy as the risk

threatening the business activity carried out by the Company during the year are minimal.

26. INSOLVENCY AND BANKRUPTCY CODE:

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

27. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONGWITH REASONS THEREOF:

It is not applicable during the year under review.

28. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has placed an adequate Internal Financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed.

29. AUDITORS

i. STATUTORY AUDITORS

M/s. V S S B & Associates, Chartered Accountants (FRN: 110603W), were appointed as a Statutory Auditors of the Company by members of the company to hold office till the conclusion of 30th Annual General Meeting (AGM) and hereby the Board recommends the reappointed as a statutory auditor till the conclusion of the Annual General Meeting of the Company to be held in the year 2024.

There is no Qualification remark of the Statutory Auditor of the Company.

ii. SECRETARIALAUDITOR

M/s A. Santoki & Associates, Company Secretaries, Ahmedabad were appointed as Secretarial Auditor of the Company to conduct secretarial audit pursuant to the provisions of Section 204 of the Companies Act, 2013. The secretarial audit of the Company has been conducted on a concurrent basis in respect of the matters as set out in the said rules and Secretarial Audit Report given M/s A. Santoki & Associates, Company Secretaries, Secretarial Auditor of the Company forms part of this report and is marked as "**Annexure B**".

The said report contains no any observation or qualification.

iii. COST AUDITORS

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

30. ANNUAL RETURN

The Annual Return of the Company as on 31st March, 2023 is available on the website of the Company at www.padmanabhindustries.in

31. PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided in the Report as no remuneration is paid to any of the directors of the company nor any employee of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

32. CORPORATE GOVERNANCE

As per the provisions of SEBI (Listing Obligations and Disclosures requirement) Regulation, 2015, the annual report of the listed entity shall contain Corporate Governance Report and it is also further provided that if the Company is not having the paid-up share capital exceeding Rs. 10 crores and Net worth exceeding Rs. 25 crores, the said provisions are not applicable. As our Company does not have the paid-up share capital exceeding Rs.10 crores and Net worth exceeding Rs. 25 crores, the Corporate Governance Report is not applicable and therefore not provided by the Board.

33. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) (e) of the Listing Regulations is given as an "Annexure C" to this report.

34. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

Date: 31.08.2023
Place: Ahmedabad

By the order of the Board
PADMANABH INDUSTRIES LIMITED

Sd/-
Chiragkumar R. Parmar
Managing Director
(DIN: 09432185)

Sd/-
Shvetalben Dataniya
Director
(DIN: 09629900)

Annexure-“A”

FORM NO. AOC-2

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of Contracts or arrangements or transactions not at arm’s Length basis

Sr. No.	Name(s) of the related party and nature of Relationship	Nature of Contracts/ Arrangements/ Transactions	Duration of The Contracts/ Arrangements/ Transactions	Salient terms of the contracts or arrangements or Transactions including the value, if Any	Justification for entering into such contracts Or arrangements or transactions	Date(s) Of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
NIL								

2. Details of contracts or arrangements or transactions at Arm’s length basis

PADMANABH INDUSTRIES LIMITED

Sr. No.	Name(s) of the related party and nature of Relationship	Nature of Contracts/ Arrangements/ Transactions	Duration of The Contracts/ Arrangements/ Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:
	(a)	(b)	(c)	(d)	(e)	(f)
NIL						

Date: 31.08.2023
Place: Ahmedabad

By the order of the Board
PADMANABH INDUSTRIES LIMITED

Sd/-

Sd/-

Chiragkumar R. Parmar
Managing Director
(DIN: 09432185)

Shvetalben Dataniya
Director
(DIN: 09629900)

**Annexure - "B"
Form No. MR-3**

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PADMANABH INDUSTRIES LIMITED
AHMEDABAD- 380015

We have conducted the secretarial audit the compliance of applicable statutory provisions and the adherence to good corporate practices by Padmanabh Industries Limited (CIN: L17110GJ1994PLC023396) (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, We hereby report that in our opinion, the Company has, during the audit, period covering the financial year ended on March 31, 2023 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- Mechanism in place to the extent and in the manner reported hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of-

- I. The Companies Act, 2013 and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made under that Act;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that act:
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing. (not applicable to the company during the audit period)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992;

PADMANABH INDUSTRIES LIMITED

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(not applicable to the company during the audit period);**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the company during the audit period);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the company during the audit period);**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(not applicable to the company during the audit period);**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the company during the audit period);
- VI. We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances of other specific applicable Acts, Laws and Regulations to the Company as mentioned hereunder;
- a) Local taxes as applicable in the State of Gujarat;

We have also examined compliance with the applicable Clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.;

The Board of Directors is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Board takes decision by majority of directors while the dissenting directors' views are captured and recorded as part of the minutes.

I further report that

There are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules,

PADMANABH INDUSTRIES LIMITED

regulations and guidelines.

I further report that during the audit period, there were no instances of:

- (i) Public/Rights of Shares/Preferential Issue of Shares/debentures/sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations

Place: Ahmedabad

Date: 31.08.2023

**For, Shah & Santoki Associates
Company Secretaries**

Sd/-

Ajit M. Santoki

Partner

FCS: 4189

COP: 2539

UDIN: F004189E000906794

This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

PADMANABH INDUSTRIES LIMITED

Annexure to Secretarial Audit Report

To,
The Members,
PADMANABH INDUSTRIES LIMITED
401, ABHISHREE AVENUE,
OPP. HANUMAN TEMPLE,
NEHRUNAGAR CIRCLE, AMBAWADI,
AHMEDABAD- 380015

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My Responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For, Shah & Santoki Associates
Company Secretaries**

**Place: Ahmedabad
Date: 31.08.2023**

Sd/-

**Ajit M. Santoki
Partner
FCS: 4189
COP: 2539
UDIN: F004189E000906794**

Annexure - "C"

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

I. Industry Structure and Development

The fabrics industry occupies an important position in the Indian Economy for its extended role of early industrialization and social sector development. Strong growth in end user segments coupled with the initiatives from the government and industry to enhance the growth has brought the focus on the fabrics segment. Simultaneously, improved competitiveness is likely to result in significant growth of the diverse but fragmented fabrics segment.

II. Opportunities and Threats

A future of opportunities exists in the form of increasing user and increasing demand. Growth in Indian economy leads to creation of immense opportunities to the Company for future growth and development.

Your Company perceives risks or concerns common to industry such as concerns related to the Global Economic fallout, Regulatory risks, Foreign Exchange volatilities, Higher Interest rates, and other commercial & business-related risks. Fabrics businesses are generally working capital intensive and hence the working capital requirements are also higher.

III. Internal Control system and their adequacy

The Company has adequate system of internal control commensurate with its size and operations to ensure orderly and efficient conduct of the business. These controls ensure safeguard of assets, reduction and detection of frauds and error, adequacy and completeness of the accounting record and timely preparation of reliable financial information.

KEY RATIOS

There have been no significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios of the Company.

IV. Financial performance with respect to operational performance

The financial performance of the Company for the year 2022-23 is described in the Directors Report.

I. Risk and Concerns

Your Company perceives risks or concerns common to industry such as concerns related to the Global Economic fallout, Regulatory risks, Foreign Exchange volatilities, Higher Interest

PADMANABH INDUSTRIES LIMITED

rates, and other commercial & business-related risks. Fabrics businesses are generally working capital intensive and hence the working capital requirements are also higher.

II. Material developments in Human Resources/Industrial Relations front, including the number of people employed.

During the year under review, no such initiatives and/or developments in Human Resources/Industrial Relations front has been taken by the Company.

III. Segment wise Performance:

The business of the company is operating in Single segments.

IV. Recent Trend and Future Outlook:

The sector in which the Company has been operating is developing faster and provides ample growth opportunities.

Further due to rise in foreign direct investment in the sector, Company will be able to develop projects at fast pace and looking forward for better development and high investment returns.

V. Cautionary Statement: -

Statement in this Management Discussion and Analysis describing the company's objectives, projections, estimated and expectations are "forward looking statements" Actual results might differ, materially from those anticipated because of changing ground realities.

Date: 31.08.2023
Place: Ahmedabad

By the order of the Board
PADMANABH INDUSTRIES LIMITED

Sd/-
Chiragkumar R. Parmar
Managing Director
(DIN: 09432185)

Sd/-
Shvetalben Dataniya
Director
(DIN: 09629900)

INDEPENDENT AUDITOR'S REPORT

To the Members of **Padmanabh Industries Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone Ind AS standalone financial statements of Padmanabh Industries Limited ("the Company"), which comprise the balance sheet as at 31st March 2023, and the statement of profit and loss and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified opinion section of our report, the aforesaid standalone Ind AS standalone financials Statements give the information required by the companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally excepted in India, of the state of affairs and fair view of the company as at March 31, 2023, its profit (or loss), statement of changes in equity and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

- Refer to Notes forming part of statement which includes the balance of Sundry Debtors, Sundry Creditors, Loans including deposits and advances are subject to confirmation from and reconciliation with the relevant parties as on the date of balance sheet date. We are not in position to verify the amounts at which such balances are receivable and payable.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the order") issued by the central government of india in terms of sub section (11) of section 143 of the act, we give a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and, except for the matters described in the basis for qualified opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit except,

The confirmations of the balances outstanding as on the reporting date with customers, suppliers, unsecured borrowings, deposits and loans and advances are subject to confirmation with books of the counter parties.

- (b) Except for the possible effects of the matter described in the basis for qualified opinion paragraph above, in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (a) The Company does not have any pending litigations which would impact its financial position;
 - (b) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) The management has represented, that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

(e) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

Date : 25th May, 2023
Place : Ahmedabad

For, V S S B & Associates
Chartered Accountants
Firm No.121356W

Sd/-

(Vishves A Shah)
Partner
M. No.109944
UDIN: 23109944BGTKGS5260

“Annexure A” to the Independent Auditor’s Report of even date on the Financial Statements of Padmanabh Industries Limited

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Padmanabh Industries Limited** (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by ICAI on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a

material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date : 25th May, 2023

Place : Ahmedabad

For, V S S B & Associates

Chartered Accountants

Firm No.121356W

Sd/-

(Vishves A Shah)

Partner

M. No.109944

UDIN: 23109944BGTKGS5260

“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 under the heading ‘Report on other Legal & Regulatory Requirement’ of our report of even date)

- (i) In Respect of the Fixed Assets: -
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has no Intangible Assets during the year.
 - (b) All the Property, Plant and Equipment have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.
 - (c) Details of immovable properties, which are not held in the name of the company, are given below:
Not Applicable
 - (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
 - (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) In respect of Inventories: The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
- (iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, sub-paragraphs (a) to (f) of paragraph 3(iii) of the Companies (Auditor's Report) Order, 2020 ('the Order') are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments.

More so company has not provided us the list of persons related to director as defined under section 185 of the companies act, therefore no comments can be made regarding the fact that whether any loans has been advanced to such persons in contravention of the act.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act. Therefore, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

(vi) As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to the Company.

(vii) In Respect of Statutory Dues:

a) The Company is generally regular in depositing undisputed statutory dues including Income tax and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax which have remained outstanding as at March 31, 2023 for a period of more than 6 months from the date they became payable.

b) Details of dues of income-tax other material statutory dues, as applicable to the Company which have not been deposited as at March 31, 2023 on account of dispute are given below:

Name of the Statute	Nature of the dues	Amount Rs.	Forum where dispute is pending	Remarks
Income Tax Act, 1961	Tax Deducted at Source	1,46,186/-	TRACES	Late Filing fees & Interest on Payments u/s 201

(viii) The Company has not surrendered or disclosed as income any transaction not recorded in the books of account during the year in the tax assessments under the Income-tax Act, 1961.

(ix) A) The Company has not borrowed funds from any banks, financial institutions or debenture holders. Hence, the provisions of paragraph 3(ix) of the Order are not applicable.

B) We report that the Company has not been declared willful defaulter by any bank or financial institution or other lender or government or any government authority.

C) The Company has utilized the money obtained by way of term loans during the year for the purposes for which the loans have been obtained.

D) On an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been utilized for long-term purposes by the Company.

E) On an overall examination of the financial statements of the Company, we report that the Company is not having subsidiaries, associates or joint ventures. Hence, the question of taking any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures does not arise.

F) We report that the Company is not having subsidiaries, joint ventures or associate companies. Therefore, the question of raising loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise.

(x) A) The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of Clause (x)(a) of paragraph 3 of the order are not applicable to the Company.

B) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and therefore the requirements

of compliance with section 42 and section 62 of the Act and utilization of the funds for the purposes for which they were raised do not arise.

- (xi) A) No material fraud by the Company or any fraud on the Company has been noticed or reported during the year.
B) As no material fraud by the Company or any fraud on the Company has been noticed or reported during the year, there is no necessity of filing any report in Form ADT-4 under sub-section (12) of section 143 of the Companies Act with the Central Government.
C) The Company is not required to and has not established whistle-blower mechanism during the year.
- (xii) The Company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.
- (xiii) The Company has not entered into transactions with related parties in compliance with sections 177 and 188 of the Companies Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under section 133 of the Companies Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) A) Though the Company is required to have an internal audit system under section 138 of the Companies Act, it does not have the same established for the year.
B) We are unable to obtain any of the internal audit reports of the Company, hence the internal audit reports have not been considered by us.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi)(a), (b) and (c) of the order is not applicable to the company.

In our Opinion, there is no core investment company within the "Companies in the Group" as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

- (xvii) The Company has incurred cash losses in the current financial year of Rs. 14,754 and Rs. 1,57,55,224 in the immediately preceding financial year.
- (xviii) There has been no any resignation of Auditors during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of

one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) As per the information and explanations given to us the requirement of section 135 is not applicable to the company.
- (xxi) With respect to the adequacy of the information, explanation provided and the operating effectiveness of the company, there is no qualifications or adverse remarks by the auditor in the companies (Auditor's Report) order reports

Date : 25th May, 2023
Place : Ahmedabad

For, V S S B & Associates
Chartered Accountants
Firm No.121356W

Sd/-

(Vishves A Shah)
Partner
M. No.109944
UDIN: 23109944BGTKGS5260

Padmanabh Industries Limited
(CIN:L17110GJ1994PLC023396)
Balance Sheet as at March 31, 2023

(Rs. In thousands)

	Particulars	Note No.	As at March 31, 2023		As at March 31, 2022	
I	ASSETS					
	Non-current assets					
	(a) Property, Plant and Equipment		0.00		0.00	
	(1) Property Plant & Equipment		0.00		0.00	
	(2) Capital work-in-progress		0.00		0.00	
	(3) Other Intangible assets	1	3519.44		3946.03	
	(4) Intangible assets under development		0.00		0.00	
	(b) Investment Property		0.00		0.00	
	(c) Financial Assets					
	(i) Investments	14	0.00		9838.00	
	(ii) Trade receivables	15	0.00		0.00	
	(iii) Loans	16	0.00		0.00	
	(iv) Others		0.00		0.00	
	(d) Deferred tax assets (net)		0.00		0.00	
	(e) Other non-current assets	17	200.00		200.00	
				3719.44		13984.03
II	Current assets					
	(a) Inventories		4841.29		0.00	
	(b) Financial Assets					
	(i) Investments	18	0.00		0.00	
	(ii) Trade receivables	15	6354.80		1354.80	
	(iii) Cash and cash equivalents	19	180.79		572.72	
	(iv) Bank balances other than (iii) above	19	0.00		0.00	
	(v) Loans	20	0.00		0.00	
	(vi) Others		0.00		0.00	
	(c) Current Tax Assets (Net)		0.00		0.37	
	(d) Other current assets	21	247.86		247.49	
				11624.75		2175.38
				15344.18		16159.41
	Total Assets					
I	EQUITY AND LIABILITIES					
	EQUITY					
	(a) Equity Share capital	2	60775.00		60775.00	
	(b) Instruments entirely equity in nature		0.00		0.00	
	(c) Other Equity	3	(60826.59)		(60811.83)	
				(51.59)		(36.83)
	LIABILITIES					
	Non-current liabilities					
	(a) Financial Liabilities					
	(i) Borrowings	4	6099.36		6099.36	
	(ii) Lease Liabilities	5	0.00		0.00	
	(iii) Other financial liabilities	6	0.00		0.00	
	(b) Provisions	7	0.00		0.00	
	(c) Deferred tax liabilities (Net)		0.00		0.00	
	(d) Other non-current liabilities	8	0.00		0.00	
				6099.36		6099.36
II	Current liabilities					
	(a) Financial Liabilities					
	(i) Borrowings	9	0.00		0.00	
	(ii) Lease Liabilities		0.00		0.00	
	(iii) Trade payables due to	10				
	Micro and Small Enterprises		0.00		0.00	
	Other than Micro and Small Enterprises		6225.00		7125.48	
	(iv) Other financial liabilities	11	2862.68		2762.68	
	(b) Other current liabilities	12	108.72		108.72	
	(c) Provisions	13	100.00		100.00	
	(d) Current Tax Liabilities (Net)		0.00		0.00	
				9296.40		10096.88
	Total Equity and Liabilities			15344.18		16159.41

As per our separate report of even date

See accompanying notes to the financial statements

For, V S S B & Associates

Chartered Accountants

Firm No.121356W

Sd/-

(Vishves A Shah)
Partner
M. No.109944
UDIN: 23109944BGTKGS5260

**For & on behalf of the Board,
Padmanabh Industries Limited**

Sd/-

Chiragkumar Parmar
Managing Director & CFO
(DIN:09432185)

Sd/-

Shvetalben Dataniya
Director
(DIN: 09629900)

Place : Ahmedabad

Date : 25th May, 2023

Padmanabh Industries Limited
(CIN:L17110GJ1994PLC023396)
Statement of Profit and Loss for the year ended March 31, 2023

(Rs. In thousands)

	Particulars	Note No.	For the year ended March 31, 2023		For the year ended March 31, 2022	
I	Revenue from Operations	22	0.00		1354.80	
II	Other Income	23	1274.93		0.00	
III	Net gain on de-recognition of financial assets at amortized cost		0.00		0.00	
IV	Net gain on reclassification of financial assets		0.00		0.00	
V	Total Income (I+II+III+IV)			1274.93		1354.80
VI	Expenses					
	Cost of Material Consumed		0.00		0.00	
	Purchases of Stock-in-Trade	24	5042.99		7125.48	
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	(4841.29)		0.00	
	Employee Benefits Expenses	26	486.00		570.35	
	Finance Costs	27	0.00		2.03	
	Depreciation and Amortization Expense	28	426.60		426.60	
	Other Expenses	29	175.39		701.90	
	Total Expense (VI)			1289.69		8826.36
VII	Profit/(Loss) before Exceptional items and Tax (V- VI)			(14.75)		(7471.56)
VIII	Exceptional Items			0.00		(8283.67)
IX	Profit Before Tax (VII-VIII)			(14.75)		(15755.22)
X	Tax Expense:					
	(a) Current Tax		0.00		0.00	
	(b) Deferred Tax		0.00		0.00	
				0.00		0.00
XI	Profit for the Period from Continuing Operations (IX - X)			(14.75)		(15755.22)
XII	Profit/(Loss) for the Period from Discontinuing Operations			0.00		0.00
XIII	Tax Expense of Discontinuing Operations			0.00		0.00
XIV	Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)			0.00		0.00
XV	Profit for the Period (XI + XIV)			(14.75)		(15755.22)
XIV	Other Comprehensive Income					
	(A) (i) Items that will not be reclassified to profit or loss			0.00		0.00
	(ii) Income tax relating to items that will not be reclassified to profit and loss			0.00		0.00
	(B) (i) Items that will be reclassified to profit or loss to profit and loss			0.00		0.00
	(ii) Income tax relating to items that will be reclassified to profit and loss			0.00		0.00
				0.00		0.00
XVI	Total Comprehensive Income for the period (XV+ XIV) (Comprising Profit/(loss) and other Comprehensive Income for the period)			(14.75)		(15755.22)
XVII	Earnings Per Equity Share (For Continuing Operation) :	30				
	(a) Basic		(0.00)		(2.59)	
	(b) Diluted		(0.00)		(2.59)	
XVIII	Earnings Per Equity Share (For Discontinuing Operation):	30				
	(a) Basic		-		-	
	(b) Diluted		-		-	
XVIII	Earnings Per Equity Share (For Continuing and Discontinuing Operation):	30				
	(a) Basic		(0.00)		(2.59)	
	(b) Diluted		(0.00)		(2.59)	

Significant Accounting Policies

As per our separate report of even date

See accompanying notes to the financial statements

For, V S S B & Associates

Chartered Accountants

Firm No.121356W

Sd/-

(Vishves A Shah)

Partner

M. No.109944

UDIN: 23109944BGTKGS5260

For & on behalf of the Board ,
Padmanabh Industries Limited

Sd/-

Chiragkumar Parmar
Managing Director & CFO
(DIN:09432185)

Sd/-

Shvetaiben Dataniya
Director
(DIN: 09629900)

Place : Ahmedabad

Date : 25th May, 2023

STATEMENT OF CHANGES IN EQUITY

Padmanabh Industries Limited
(CIN:L17110GJ1994PLC023396)

Statement of Changes in Equity for the period ended 31st March, 2023

A. Equity Share Capital

(Rs. In thousands)

Particulars	Balance at the beginning of the reporting period	Changes in Equity Share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
1st April, 2021	60775.00	-	-	-	60775.00
31st March, 2022	60775.00	-	-	-	60775.00
31st March, 2023	60775.00	-	-	-	60775.00

B. Other Equity

(Rs. In thousands)

	Reserves and Surplus					Total
	Special Reserve	Capital Reserve	Securities Premium Reserve	Other Reserves (Surplus balance of Profit & loss Account)	Retained Earnings	
Reporting as at 1st April, 2021						
Balance at the beginning of the reporting period	0.00	0.00	76500.00	(121579.21)	0.00	(45079.21)
Changes in accounting policy or prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
Restated Balance at the beginning of the reporting period	0.00	0.00	0.00	0.00	0.00	0.00
Total Comprehensive Income for the year	0.00	0.00	0.00	(15755.22)	0.00	(15755.22)
Dividends	0.00	0.00	0.00	0.00	0.00	0.00
Transfer to retained earnings	0.00	0.00	0.00	0.00	0.00	0.00
Any other change (Written off)	0.00	0.00	0.00	22.60	0.00	22.60
Balance at the end of 31st March, 2022	0.00	0.00	76500.00	(137311.83)	0.00	(60811.83)
Reporting as at 1st April, 2022						
Balance at the beginning of the reporting period	0.00	0.00	76500.00	(137311.83)	0.00	(60811.83)
Changes in accounting policy or prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
Restated Balance at the beginning of the reporting period	0.00	0.00	0.00	0.00	0.00	0.00
Total Comprehensive Income for the year	0.00	0.00	0.00	(14.75)	0.00	(14.75)
Dividends	0.00	0.00	0.00	0.00	0.00	0.00
Transfer to retained earnings	0.00	0.00	0.00	0.00	0.00	0.00
Any other change	0.00	0.00	0.00	0.00	0.00	0.00
Balance at the end of the March 2023	0.00	0.00	76500.00	(137326.59)	0.00	(60826.59)

PADMANABH INDUSTRIES LIMITED

NOTE: 1.1 – SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These Policies have been consistently applied to all the years presented, unless otherwise stated.

(i) Corporate Information

Padmanabh Industries Limited is a Public Company domiciled in India having CIN: L17110GJ1994PLC023396. The registered office of the company is located at 401, Abhishree Avenue, Opp. Hanuman Temple, Nehrunagar Circle, Ambawadi Ahmedabad Ahmedabad Gj 380015. The Company is engaged in the business of Trading Activities.

(ii) Basis Of Preparation

The financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principal generally accepted in India.

(iii) Basis of Measurement

These financial statements prepared and presented under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS. The fair value is the price that would be received to sell an asset or paid to transfer liability in an orderly transaction between the market participant at the measurement date.

The Financial Statements have been presented in Indian Rupees (INR), which is also the company's function currency. All values are rounded off to the nearest rupees, unless otherwise indicated.

(iv) Revenue Recognition

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transactions and the specifics of each arrangement.

Revenue is reduced for rebates and other similar allowances.

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

(v) Use of Estimates

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the company believes to be reasonable under the existing circumstances. Difference between actual results and estimates are recognized in the period in which the results are known/materialized.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that due provide additional evidence about conditions existing as at the reporting date.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods affected. Significant judgements and estimates about the carrying amount of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible assets, intangible assets including goodwill, investments, employee benefits and other provisions and recoverability of deferred tax assets.

(vi) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a noncash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(vii) Property, Plant and Equipment (PPE)

All items of property, plant and equipment are stated at historical cost of acquisition/construction (net of recoverable taxes) less accumulated depreciation and impairment losses, if any.

Freehold land is carried at historical cost.

Subsequent costs are included in asset's carrying amount or recognized at a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Historical cost includes expenditure that is directly attributable to the acquisition as well as construction/installation of the items. Rehabilitation and resettlement expenses incurred after initial acquisition of the assets are expensed to profit or loss in the year in which they are incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital Work-in-progress includes expenditure that is directly attributable to the acquisition/construction of assets, which are yet to be commissioned.

An item of property, plant or equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is recognized in the statement of profit and loss.

Depreciation on Property, Plant & Equity (PPE) is provided in the manner prescribed in Schedule II to the Companies Act, 2013 read with relevant circulars issued by the Department of Company Affairs. Depreciation on assets acquired/disposed off during the year is provided on pro-rata basis.

(viii) Provisions, contingent liabilities and contingent assets

Provisions are recognised at present value when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. Provisions are not recognised for future operating losses.

Where there are number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

The measurement of provision for restructuring includes only direct expenditure arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the company.

(ix) Off Setting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when, and only when, there is a legally enforceable right to offset the recognized amount and there is intention either to settle on net basis or to realize the assets and to settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counterparty.

(x) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(xi) Trade Receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

(xii) Trade and Other Payables

These amounts represent liability for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at fair value and subsequently measured at amortized cost using the effective interest rate method.

(xiii) Related Party Disclosure:

- **Directors & Key Managerial Personnel:-**

Sr No	Name of KMP	Designation
-------	-------------	-------------

1	Chiragkumar Parmar	Managing Director
2	Pranav Manoj Vajani	Director
3	Viren Makwana (w.e.f. 25/01/2023)	Director
4	Shvetalben S Dataniya (w.e.f. 21/07/2022)	Director
5	Manish Kumar Arora (w.e.f. 24/06/2022)	Company Secretary

• **Entities Over Which Parties Listed in Mentioned Above Exercise Control:-**

Sr No	Name of Entity	Details of Person having Control
1	Chandrima Mercantiles Ltd	Mr Chirag Parmar and Mr Pranav Vajani are directors in the company.
2	Darjeeling Ropeway Co Ltd	Mr Pranav Vajani is a Director.
3	Vaxtex Cotfab Ltd	
4	EVOQ Remedies Ltd	
5	7NR Retail Ltd	
6	Bright Solar Limited	
7	Arihant Castor Exports Ltd	Mr Viren Makwana is a Director.
8	Ardi Investment & Trading Co Ltd	Mr Chirag Parmar is a Director.
9	Jainam Finserve Pvt Ltd	Mr Chirag Parmar and Mrs Shvetalben Dataniya are Directors in the company.
		Mrs Shvetalben Dataniya is a director.

(xiv) **Auditor's Remuneration: (Rs. In Lacs)**

Particulars	2022-23	2021-22
Audit Fees	0.40	1.25

(xv) In the opinion of the board of Directors, Current Assets, Loans and Advances a value of realization equivalent to the amount at which they are stated in the Balance Sheet. Adequate provisions have been made in the accounts for all the known liabilities.

(xvi) **Investment & Financial Assets**

(a) Classification

The Group classifies its financial assets in the measurement categories:

- * Those to be measured subsequently at fair value, and
- * Those measured at amortised cost.

The Classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded in profit or loss. For investment in equity instruments, this will depend on whether group has made an irrecoverable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(b) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- A. The contractual rights to the cash flows from the financial asset have expired, or B. The Company has transferred its rights to receive cash flows from the asset or has assumed an

obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

i) The Company has transferred substantially all the risks and rewards of the asset, or

ii) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(c) Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model to the following:

A. Financial assets measured at amortized cost B. Financial assets measured at fair value through other comprehensive income

Expected credit losses are measured through a loss allowance at an amount equal to:

- A. The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- B. Full time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. It recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance for trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-months ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- A. Financial assets measured as at amortised cost and contractual revenue receivables - ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.
- B. Financial assets measured at FVOCI - Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as accumulated impairment amount in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

(xvii) Financial Liabilities

a) Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequently, all financial liabilities are measured at amortised cost or at fair value through profit or loss. The Company's financial liabilities include trade and other payables, loan and borrowings including bank overdrafts.

b) Subsequent measurement

- A. Financial liabilities measured at amortised cost
- B. Financial liabilities subsequently measured at fair value through profit or loss Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to profit or loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit or loss.

c) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

(xviii) Fair Value

The Company measures certain financial instruments at fair value at each balance sheet date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- A. In the principal market for the asset or liability, or
- B. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as under, based on the lowest level input that is significant to the fair value measurement as a whole:

A. Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

B. Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

C. Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

This note summarizes the accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

(xix) Details of Foreign Exchanges Earnings and Out Go:-

Sr No	Particulars	31 st March, 2023	31 st March, 2022
1	Foreign Exchange Earning	-	-
2	Foreign Exchange Out Go	-	-

Details of foreign exchange mentioned above are certified and provided by the Management of the company.

(xx) As certified by the company that it was received written representation from all the directors, that companies in which they are directors had not defaulted in terms of section 164(2) of the companies Act, 2013, and the representation from directors taken in Board that Director is disqualified from being appointed as Director of the company.

(xxi) Contributed Equity

Equity shares are classified as equity.

(a) Earnings per Share

Basic earnings per share is calculated by dividing:

-the profit attributable to the owners group

-by the weighted average number of equities shares outstanding during the year.

(b) Rounding off amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III, unless otherwise stated.

For and on behalf of the board of directors

As per our attached report of even date

For, Padmanabh Industries Limited

For, V S S B & Associates
Chartered Accountants
Firm No. 121356W

Sd/-

Sd/-

Sd/-

Chiragkumar Parmar
Managing Director & CFO
(DIN: 09432185)

Shvetalben Dataniya
Director
(DIN: 09629900)

(Vishves A Shah)
(Partner)
M No:-109944
UDIN: 23109944BGTKGS5260

Place : Ahmedabad
Date : 25th May, 2023

Padmanabh Industries Limited
Notes to financial statements for the year ended March 31, 2023

(Rs. In thousands)

Note 2 - Equity Share Capital

(a) Particulars	As at March 31, 2023	As at March 31, 2022
Authorised :		
75,00,000 Equity Shares (Previous Year 70,00,000) of Rs. 10/- each	75000.00	75000.00
TOTAL	<u>75000.00</u>	<u>75000.00</u>
Issued, Subscribed and Paid-up :		
60,77,500 Equity Shares (Previous Year 60,77,500) of Rs. 10/- each	60775.00	60775.00
TOTAL	<u>60775.00</u>	<u>60775.00</u>

(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.

- i) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. During the year ended 31st March 2023, the Company has not declared any dividend.
- ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2023	As at March 31, 2022
No. of shares at the beginning of the year	6077.50	6077.50
Add: Issue of Shares during the year		
Subscriber to the Memorandum	0.00	0.00
Private Placement	0.00	
	<u>6077.50</u>	<u>6077.50</u>
Less: Forfeiture of Shares during the Year	0.00	
No. of shares at the end of the year	<u>6077.50</u>	<u>6077.50</u>

(d) Aggregate details for five immediately previous reporting periods for each class of shares

Particulars	As at March 31, 2023	As at March 31, 2022
- No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash	-	-
- No. of shares allotted as fully paid by way of Bonus Shares	-	-
- No. of shares bought back	-	-

(e) Details of shareholders holding more than 5% shares in the company

No. of Shares held by	As at March 31, 2023		As at March 31, 2022	
	Nos.	%	Nos.	%
Ashish Mahendra Shah	595.00	9.79%	595.00	9.79%

Details of shareholders holding of Promoters

No. of Shares held by	As at March 31, 2023		% Change during the year
	Nos.	%	%
Niraj S Shah	37.10	0.61%	-
Nilay S Shah	47.50	0.78%	-
Jigisha B Shah	50.00	0.82%	-

(f) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.

The company does not have any such contract / commitment as on reporting date.

(g) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures,

The company does not have any securities convertible into shares as on reporting date.

Padmanabh Industries Limited
Notes to financial statements for the year ended March 31, 2023

Note 3 - Other Equity

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Capital Reserve		
As per last Balance Sheet	0.00	0.00
Add: Additions during the year (Share Forfeiture)	0.00	0.00
Less: Utilised / transferred during the year	0.00	0.00
Closing balance	0.00	0.00
(ii) Securities premium account		
Opening balance	76500.00	76500.00
Add : Premium on shares issued during the year	0.00	0.00
Less : Utilised during the year for	0.00	0.00
Closing balance	76500.00	76500.00
(ii) General Reserve		
As per last Balance Sheet	0.00	0.00
Add: Transferred from Profit and Loss Account	0.00	0.00
Less: Transferred to Profit and Loss Account	0.00	0.00
Closing balance	0.00	0.00
(iii) Special Reserve	0.00	0.00
	0.00	0.00
(iv) Surplus in the Profit & Loss Account		
As per last Balance Sheet	(137311.83)	(121579.21)
Add: Profit / (Loss) for the year	(14.75)	(15755.22)
Amount available for appropriations	(137326.59)	(137334.43)
Appropriations:		
Add: Transferred from reserves	0.00	22.60
Less: Transfer to Reserve	0.00	0.00
	0.00	22.60
	(137326.59)	(137311.83)
TOTAL	(60826.59)	(60811.83)

Note 4: Non Current Liabilities: Financial Liabilities : Borrowing

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Loans From Bank and Financial Institutions		
Secured Loans	0.00	0.00
Unsecured Loans	0.00	0.00
	0.00	0.00
Term Loan from others		
Secured	0.00	0.00
Unsecured	0.00	0.00
	0.00	0.00
(b) Loans and advances from related parties		
Secured	0.00	0.00
Unsecured	1949.36	1949.36
	1949.36	1949.36
(c) Other Loan & Advances		
Secured Loans	0.00	0.00
Unsecured Loans	4150.00	4150.00
	4150.00	4150.00
	6099.36	6099.36

Note 5: Non- Current Liabilities: Financial Liabilities : Lease Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Trade Payable	0.00	0.00
(ii) Others	0.00	0.00
Total	0.00	0.00

Note 6: Non- Current Liabilities: Financial Liabilities : Others

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Trade Payable	0.00	0.00
(ii) Others	0.00	0.00
Total	0.00	0.00

Padmanabh Industries Limited

Notes to financial statements for the year ended March 31, 2023

Note 7: Non Current : Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Provision for employee's benefits	0.00	0.00
(b) Others (Specify)	0.00	0.00
	<u>0.00</u>	<u>0.00</u>

Note 8: Other Non- Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
(i)	0.00	0.00
(ii)	0.00	0.00
Total	<u>0.00</u>	<u>0.00</u>

Note 9: Current Liabilities: Financial Liabilities : Borrowing

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Loans and advances from Others		
Secured	0.00	0.00
Unsecured	0.00	0.00
	<u>0.00</u>	<u>0.00</u>
(b) Loans and advances from Related Parties		
Secured	0.00	0.00
Unsecured	0.00	0.00
	<u>0.00</u>	<u>0.00</u>
	<u>0.00</u>	<u>0.00</u>

Note 10: Current liabilities: Financial Liabilities : Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
Outstanding Dues of Micro, Small and Medium Enterprises	0.00	0.00
Outstanding Dues of Other Creditors	6225.00	7125.48
	<u>6225.00</u>	<u>7125.48</u>

Note: 1) Balance of Sundry Creditors are subject to confirmation. 2) In absense of the identification by the company Micro, Small and Medium Enterprise (MSME) parties from whom the company has the company has procured the goods and services. We are unable to categorize the over dues over 45 days to and interest payments outstanding to MSME as on the date of balance sheet.

Note 11: Current liabilities: Financial Liabilities : Others

Particulars	As at March 31, 2023	As at March 31, 2022
Creditors for Expenses	2862.68	2762.68
Creditors for Capital Assets	0.00	0.00
TOTAL	<u>2862.68</u>	<u>2762.68</u>

Note 12: Other Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Liabilities	108.72	108.72
TOTAL	<u>108.72</u>	<u>108.72</u>

Note 13 - Current Liabilities :Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Audit fees	100.00	100.00
TOTAL	<u>100.00</u>	<u>100.00</u>

Padmanabh Industries Limited

Notes to financial statements for the year ended March 31, 2023

Note -14 - Non-Current Assets: Financial Assets: Investments

Particulars	As at March 31, 2023	As at March 31, 2022
Investment in Subsidiary		
Fully paid Equity Shares (Unquoted)		
Gurdian Finance Pvt Ltd	0.00	9838.00
	<u>0.00</u>	<u>9838.00</u>

Note -16 - Non Current Assets: Financial assets: Loan

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Capital Advances	0.00	0.00
(b) Loans & Advances to Related Parties		
Unsecured considered good	<u>0.00</u>	<u>0.00</u>
(c) Other Loans & Advances (Others)		
Unsecured Considered Doubtful		
Due from Others	<u>0.00</u>	<u>0.00</u>
Doutful or Bad	<u>0.00</u>	
	<u>0.00</u>	<u>0.00</u>

Note -17 - Other Non-Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Capital Advances & Other Advances	0.00	0.00
(b) Others (Fixed Deposits)	200.00	200.00
(Maturity more than twelve Months Emarked against BG)		
(c) Security Deposits		
Secured Considered good	0.00	0.00
Unsecured Considered good	0.00	0.00
Deposits	<u>0.00</u>	<u>0.00</u>
	<u>200.00</u>	<u>200.00</u>

Note -18 - Current Assets: Investments

Particulars	As at March 31, 2023	As at March 31, 2022
Current Investments (At lower of cost and fair value)		
	<u>0.00</u>	<u>0.00</u>

Note 15 - Trade Receivables

Padmanabh Industries Limited

Notes to financial statements for the year ended March 31, 2023

(a) Particulars	As at March 31, 2023	As at March 31, 2022
(i) Due for a period exceeding six months		
- Unsecured, considered good	6354.80	0.00
- Doubtful	0.00	0.00
Less: Provision for Doubtful Debts	0.00	0.00
	6354.80	0.00
(ii) Others		
- Unsecured, considered good	0.00	1354.80
- Doubtful	0.00	0.00
Less: Doubtful Debts Writtewn off	0.00	0.00
	0.00	1354.80
TOTAL	6354.80	1354.80

Note 19 - Cash & Cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Cash & Cash Equivalents		
(i) Balances with Banks :		
Bank Accounts	136.87	(32.60)
(ii) Cash-on-hand	43.93	605.32
(iii) Cheques & Drafts on-hand	0.00	0.00
(iv) Others - Stamps on Hand	0.00	0.00
(b) Other Bank Balances		
- Margin Money or Security Deposit		
- Repatriation Restrictions		
- Deposit Accounts more than 3 month maturity		
- Deposit Accounts more than 12 month maturity		
TOTAL	180.79	572.72

Note 20 - Current Assets: Financial Assets: Loans

(a) Particulars	As at March 31, 2023	As at March 31, 2022
(i) Inter-corporate deposits		
Secured, considered good	0.00	0.00
Unsecured, considered good		
Doubtful	0.00	0.00
	0.00	0.00
(ii) Share Application Money Given		
(iii) Advance income tax and TDS - Unsecured, considered good	0.00	0.00
	0.00	0.00
(iv) Others		
Secured, considered good	0.00	0.00
Unsecured, considered good	0.00	0.00
	0.00	0.00
Less: Provision for Doubtful Debts		
TOTAL	0.00	0.00

Note 21: Other Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Security deposits		
Secured, considered good	0.00	0.00
Unsecured, considered good	0.00	0.00
Doubtful	0.00	0.00
	0.00	0.00
(ii) Other Current assets		
Balane with Revenue Authority	206.24	205.87
Other Advances (Advaces for Expenses)	0.00	0.00
Prepaid Expenses	17.00	17.00
Income Accrued but not Received	24.62	24.62
	247.86	247.49

Padmanabh Industries Limited

Note : 1

Schedule of Property, Plant and Equipment as per the Companies Act for the year ended March 31, 2023

(Rs. In thousands)

Name of Assets	<u>Gross Block</u>				<u>Accumulated Depreciation</u>				<u>Net Block</u>	
	As at 1st April, 2022	Addition/ Adjustments	Deduction/ Adjustments	As at 31st March, 2023	As at 1st April, 2022	Charge for the year	Deduction/ Adjustments	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023
<u>Intangible Assets</u>										
Computer Software	21.00	0.00	0.00	21.00	21.00	0.00	0.00	21.00	0.00	0.00
Lease hold Rights	5652.43	0.00	0.00	5652.43	1706.40	426.60	0.00	2133.00	3946.03	3519.44
Total :	5673.43	0.00	0.00	5673.43	1727.40	426.60	0.00	2154.00	3946.03	3519.44
Total : PY	5673.43	0.00	0.00	5673.43	1300.80	426.60	0.00	1727.40	4372.63	3946.03

Padmanabh Industries Limited
Notes to financial statements for the year ended March 31, 2023

(Rs. In thousands)

Note 22 - Revenue from Operations

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sales of Products	0.00	1354.80
TOTAL	0.00	1354.80

Note 23 - Other Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit on Sale of Shares	1274.93	0.00
TOTAL	1274.93	0.00

Note 24 - Purchases

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchase of Goods	5042.99	7125.48
TOTAL	5042.99	7125.48

Note 25 - Changes in inventories of finished goods, work in progress and stock in trade

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<u>Inventories at the end of the year:</u>		
Finished goods	4841.29	0.00
Work-in-progress	0.00	0.00
Stock-in-trade	0.00	0.00
	4841.29	0.00
<u>Inventories at the beginning of the year:</u>		
Finished goods	0.00	0.00
Work-in-progress	0.00	0.00
Stock-in-trade	0.00	0.00
	0.00	0.00
	(4841.29)	0.00

Note 26 - Employee Benefit Expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salary & Wages Expenses	486.00	570.35
TOTAL	486.00	570.35

Note 27 - Financial Costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Expenses	0.00	2.03
TOTAL	0.00	2.03

Note 28 - Depreciation & Amortised Cost

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation	426.60	426.60
TOTAL	426.60	426.60

Padmanabh Industries Limited
Notes to financial statements for the year ended March 31, 2023

Note 29 - Other Expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Advertisement Expenses	0.00	17.20
Annual Custodian Fees	0.00	22.50
Annual Listing Fees	0.00	323.18
Insurance Exps	0.00	8.74
Legal & Professional Charges	0.00	136.34
Office Exps	75.39	0.00
Office Rent Exps	60.00	0.00
R&T/NSDI/CDSL Services	0.00	11.35
ROC Filing Fees	0.00	24.80
Stationery & Printing Exps	0.00	7.85
Telephone Exps	0.00	2.75
Website/ Software Renewal Fees	0.00	22.20
Auditor's Remuneration		
Audit Fees	40.00	125.00
TOTAL	175.39	701.90

Note 30 - Earnings Per Equity Share

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Net profit after tax attributable to equity shareholders for		
Basic EPS	(14.75)	(15755.22)
Add/Less: Adjustment relating to potential equity shares	0.00	0.00
Net profit after tax attributable to equity shareholders for Diluted EPS	(14.75)	(15755.22)
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	6077.50	6077.50
(c) Face Value per Equity Share (Rs.)		
For Continuing Operation		
Basic EPS	(0.00)	(2.59)
Diluted EPS	(0.00)	(2.59)
For Discontinuing Operation		
Basic EPS	-	-
Diluted EPS	-	-
For Continuing & Discontinuing Operation		
Basic EPS	(0.00)	(2.59)
Diluted EPS	(0.00)	(2.59)

Note:

The figures of the previous year have been re-arranged, re-grouped and re-classified wherever necessary.

Padmanabh Industries Limited
(CIN:L17110GJ1994PLC023396)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. In thousands)

Particulars	Year ended 31st March, 2023 Rs.		Year ended 31st March, 2022 Rs.	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax for the year		(14.75)		(15755.22)
Adjustments for :				
Depreciation	426.60		426.60	
Transfer to Reserve	0.00		22.60	
Profit/(Loss) on Sale of Shares	(1274.93)		0.00	
		(848.33)		449.20
Operating Profit before Working Capital change		(863.09)		(15306.03)
Adjustments for :				
Decrease/(Increase) in Receivables	(5000.00)		181.36	
Decrease/(Increase) in Loans & Advances	0.00		0.00	
Decrease/(Increase) in Inventories	(4841.29)		0.00	
Decrease/(Increase) in Short Term Loans & Advances	0.00		0.00	
Decrease/(Increase) in Other Current Assets	0.00		(60.08)	
Increase/(Decrease) in Payables	(900.48)		7125.48	
Increase/(Decrease) in Provisions	100.00		0.00	
Increase/(Decrease) in Current Liabilities	0.00		10.74	
Increase/(Decrease) in Other Current Liabilities	0.00	(10641.77)	(5941.98)	1315.52
Cash Generated From Operations		(11504.86)		(13990.51)
Income Tax		0.00		0.00
NET CASH FROM OPERATING ACTIVITIES Total (A)		(11504.86)		(13990.51)
CASH FLOW FROM INVESTING ACTIVITIES				
Sale of Fixed Assets	0.00		0.00	
Non Current Investment	11112.93		5902.00	
Long Term Loans & Advances	0.00		0.00	
Non Current Assets Sold	0.00		0.00	
Interest Received				
NET CASH USED IN INVESTING ACTIVITIES Total (B)		11112.93		5902.00
CASH FLOW FROM FINANCING ACTIVITIES				
Long Term Borrowing	0.00		926.04	
Long Term Loans & Advances	0.00		6804.36	
NET CASH FROM FINANCING ACTIVITIES Total (C)		0.00		7730.39
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		(391.92)		(358.11)
Cash and Cash Equivalents -- Opening Balance		572.72		930.83
Cash and Cash Equivalents -- Closing Balance		180.79		572.72
		0.00		(0.00)

Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.

As per our separate report of even date

See accompanying notes to the financial statements

For, V S S B & Associates

Chartered Accountants
Firm No.121356W

Sd/-
(Vishves A Shah)
Partner
M. No.109944
UDIN: 23109944BGTKGS5260

**For & on behalf of the Board,
Padmanabh Industries Limited**

Sd/-
Chiragkumar Parmar
Managing Director & CFO
(DIN:09432185)

Sd/-
Shvetalben Dataniya
Director
(DIN: 09629900)

Place : Ahmedabad
Date : 25th May, 2023

FORM MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)	
Registered Address	
E-mail id	
Folio No.	
DP Id	
Client Id	

I / We, being the Member(s) holding _____ shares of Padmanabh Industries Limited, hereby appoint:

1. Name _____
Address _____
Email Id _____
Signature _____ or failing him / her,
2. Name _____
Address _____

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the ANNUAL GENERAL MEETING of the Company to be held on 27th September, 2023 at 02.00 P.M (IST) at the Registered Office: 203 Abhishek Complex, Mamta Park Society B/H, Nav Gujarat College, Ashram Road Ahmadabad City Gujarat 380014 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Ordinary business:

1. Adoption of Financial Statements of Financial Year Ended as on 31st March, 2023
2. To appoint a Director of Ms. Shvetalben Sagarbhai Dataniya (DIN: 09629900), who retires by rotation, and being eligible offers him for re-appointment.
3. Appointment of M/s V S S B & Associates as a Statutory Auditors of the Company.

Special business:

4. Regularisation of the appointment Mr. Viren Rajeshkumar Makwana (DIN: 09007676) as an Non-Executive Independent Directors of the company.
5. Reduction of Share Capital of Company.

Affix Re. 1
Revenue
Stamp

Signed this _____ day of _____ 2023
Signature of Shareholder: _____
Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MGT-12 ATTENDANCE FORM/ BALLOT FORM
(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY
AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)

Name & Registered Address :
of the Sole / First Named :
Member :
Name of the joint holders :
Registered Folio No / :
DP ID No. / Client ID No :
Number of Shares held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting on 29th September, 2022 at 02.00 P.M (IST), by conveying my / our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Resolutions	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Ordinary Business				
1.	Adoption of Financial Statements for F.Y.2022-23.			
2.	To appoint a Director of Ms. Shvetalben Sagarbhai Dataniya who retires by rotation, and being eligible offers him for re-appointment.			
3.	Appointment of Statutory Auditors			
Special business				
4.	Regularisation of the appointment Mr. Viren Rajeshkumar Makwana (DIN: 09007676) as an Non-Executive Independent Directors of the company.			
5.	Reduction of Share Capital of the Company			

Place:

Date :

(Signature of the Shareholder/Proxy)

Note:

This Form is to be used for exercising attendance/ voting at the time of Annual General Meeting to be held on, the 27th September, 2023 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.